



AXIS/CO/CS/685/2017-18

8th December 2017

The Assistant Vice President (Listing & Compliance),
National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor,
Plot No. C/1, "G" Block,
Bandra-Kurla Complex,
Bandra (East), Mumbai – 400 051.

Attn.: Shri Avinash Kharkar

The Deputy General Manager (Listing),
BSE Limited,
1st Floor, New Trading Ring, Rotunda Building,
P. J. Towers, Dalal Street,
Fort, Mumbai – 400 001.

Attn.: Shri Bhushan Mokashi

Dear Sir(s),

SUB: PROCEEDINGS OF THE EXTRAORDINARY GENERAL MEETING OF AXIS BANK LIMITED HELD ON 8TH DECEMBER 2017 AND VOTING RESULTS.

REF: REGULATIONS 30 AND 44(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015 (the "SEBI Listing Regulations").

Pursuant to the requirements of Regulations 30 and 44 (3) of the SEBI Listing Regulations, we submit herewith the details of the proceedings of the Extraordinary General Meeting of the Shareholders of the Bank held today at 10.00 A.M. at H.T. Parekh Auditorium, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad, Gujarat - 380 015 and that of the voting results in respect of all the special resolutions as set out in the Notice dated 10th November, 2017, for your information and noting.

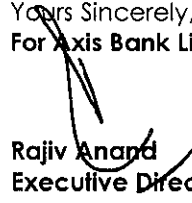
Please note that the said voting results have been consolidated in respect of voting conducted through remote e-voting, physical ballot and ballot conducted at the said Extraordinary General Meeting. We are pleased to inform you that all the special resolutions have been passed by the Shareholders with the requisite majority as mandated under the relevant provisions of the Companies Act, 2013 and the relevant Rules made thereunder. This may kindly be treated as our disclosure under Regulation 44 (3) of SEBI Listing Regulations.

In this connection, we enclose herewith the Scrutinizers report dated 8th December 2017 issued by Shri Raghavendar Rao. D, Practicing Company Secretary (Membership No. ACS 35788/C.P. No. 13407), who was appointed as the Scrutinizer for the said e-voting process.

You are requested to take note of the above and arrange to bring it to the notice of all concerned.

Thanking you.

Yours Sincerely,
For Axis Bank Limited,


Rajiv Anand
Executive Director (Retail Banking)

Encl.: As above.



Ahalada Rao. V & Associates Company Secretaries

Off. : Flat No.113, Block-B, Sri Datta Sai Commercial Complex,
Opp. Sathagiri Theatre, RTC 'X' Roads, Hyderabad-20.
Telefax : +91 40-66623101, 77022 27041
E-mail : ahaladao.associates@gmail.com
Website : www.ahaladaoassociates.com

To,
The Chairman
Axis Bank Limited
'Trishul', 3rd Floor,
Opp. Samartheshwar Temple, Law Garden,
Ellisbridge, Ahmedabad – 380 006

Sub: Scrutinizer's Report

Ref: Extraordinary General Meeting (EGM) of the Shareholders of Axis Bank Limited.

I, Raghavendar Rao D. Practicing Company Secretary (Membership No ACS 35788/C.P. No. 13407) appointed as Scrutinizer for the purpose of the voting by electronic means, physical ballot and ballot at the said EGM carried out as per the provisions of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014 on the Special resolutions, proposed at the said EGM held today i.e. 8th December, 2017 at **H. T. Parekh Auditorium, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad, Gujarat- 380015.**

I am pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.

Thanking you.

Yours faithfully,



CS Raghavendar Rao D
Membership No. 35788
C.P. No. 13407
Scrutinizer

Place: Ahmedabad

Dated: 8th December 2017

Note:

Based on the results, I report that Special Resolutions as contained in Item No.1 to 3 of the Notice dated 10th November, 2017 have been passed with requisite majority. The % of votes has been rounded off to nearest multiple.



Ahalada Rao. V & Associates Company Secretaries

Off. : Flat No.113, Block-B, Sri Datta Sai Commercial Complex,
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E-mail : ahaladarao.associates@gmail.com
Website : www.ahaladaraoassociates.com

Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman
Axis Bank Limited
'Trishul', 3rd Floor,
Opp. Samartheshwar Temple, Law Garden,
Ellisbridge, Ahmedabad – 380 006

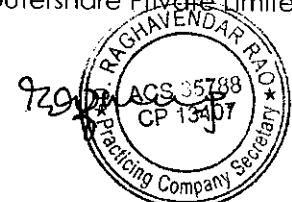
Sub: Scrutinizer's Report

Ref: **Extraordinary General Meeting (EGM) of the Shareholders of Axis Bank Limited.**

Dear Sir,

I, Raghavendar Rao. D, Practicing Company Secretary (Membership No ACS 35788/C.P. No. 13407) appointed as Scrutinizer for the purpose of the voting by electronic means, physical ballot and ballot at the said EGM carried out as per the provisions of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolution(s), proposed at the said EGM held today i.e. 8th December, 2017 at H. T. Parekh Auditorium, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad, Gujarat - 380 015, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, 2 ballot/polling boxes kept for polling were locked and sealed in my presence with due identification marks placed by me.
2. The locked ballot/polling boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by Karvy Computershare Private Limited, Hyderabad, Registrar and Transfer Agents of the Bank and the authorizations / proxies lodged with the Bank.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The remote e-voting period commenced on Monday, 4th December 2017 (9:00 A.M.) and ended on Thursday, 7th December 2017 (5:00 P.M.).
5. The Shareholders holding the shares as on the "cut off" date i.e. Friday, 1st December 2017 were entitled to vote on the proposed Special resolutions as set out in item nos. 1 to 3 of the Notice dated 10th November 2017 convening the said EGM.
6. The votes cast through remote e-voting were unblocked by me on 8th December, 2017 around 12.15 P.M. in the presence of two witnesses, Shri Ankit Patel and Shri Rishit Kachhela who are not in the employment of the Bank. They have signed below on the confirmation of the votes being unblocked in their presence.
7. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Karvy Computershare Private Limited. (<https://evoting.karvy.com>)



8. The results of voting by electronic means, physical ballot and ballot at the said EGM is as under:

Resolution No. 1 - Issue of Investor 1 Equity Shares, Investor 2 Equity Shares and Investor 3 Convertible Warrants, on a preferential basis.

(i) Voted **in favour** of the resolution:

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1,075	194,84,60,378	99.0338%

(ii) Voted **against** the resolution:

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
42	1,90,08,788	0.9662%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Resolution No. 2 - Issue of Investor 4 Equity Shares, Investor 5 Equity Shares, Investor 6 Equity Shares, Investor 7 Equity Shares, Investor 8 Equity Shares, Investor 4 Convertible Warrants, Investor 5 Convertible Warrants and Investor 6 Convertible Warrants, on a preferential basis.

(i) Voted **in favour** of the resolution:

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1,102	196,74,66,118	99.9999%

(ii) Voted **against** the resolution:

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
10	1,558	0.0001%

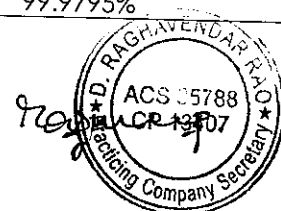
(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

Resolution No. 3 - Issue of Promoter Investor Equity Shares, on a preferential basis.

(i) Voted **in favour** of the resolution:

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1,096	196,70,65,644	99.9795%



(ii) Voted **against** the resolution:

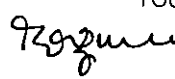
Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	4,03,297	0.0205%


(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

9. All relevant records of remote e-voting, physical ballot and ballot at the EGM will remain in my safe custody until the Non-Executive Chairman of the Bank considers, approves and signs the Minutes of the said EGM and the same shall be handed over to the Company Secretary of the Bank for safe keeping.

Thanking you.

Yours faithfully,

CS Raghavendar
Membership No ACS 35788
C.P. No. 13407
Scrutinizer



Place: Ahmedabad

Dated: 8th December 2017

We the undersigned witness that Polling boxes were opened and the votes cast by way of remote e-voting were unblocked from the e-voting website of Karvy Computershare Pvt. Ltd. (<https://evoting.karvy.com>) in our presence at 12:15 P.M. on 8th December, 2017 at the Registered Office of the Bank

Signature:-

Name:- Ankit Patel

Address:- D-60, Bhagwanagar soc, Nr Gulab tower, Sola Road, Ahmedabad 380 061

Signature:-

Name:- Rishit kachhela

Address:- Falgun Ternaments near jodhpur cross road, Ahmedabad 380 015

Place: Ahmedabad

Dated: 8th December 2017

Name of the Company:

Axis Bank Limited

Date of the EGM:

Friday, 8th December 2017

Total no. of shareholders as on record date (Cut-off date):

375021

No. of shareholders present at the said meeting either in person or through proxy:

2

Promoters & Promoter group:

79

Public:

No. of shareholders attended the meeting through video conferencing:

NA

Promoters & Promoter group:

NA

Public:

NA

Resolution required:

(Ordinary/Special)

Special Resolution

1) Issue of Investor 1 Equity Shares, Investor 2 Equity Shares and Investor 3 Convertible Warrants, on a preferential basis.

Whether promoter/promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoters & Promoter group	E-Voting		660,172,872	99.8108	660,172,872	0	100.0000	0.0000
	Poll	661,424,072	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total		661,424,072	660,172,872	99.8108	660,172,872	0	100.0000	0.0000
Public - institutions	E-Voting		1,091,728,200	79.6355	1,072,720,935	19,007,265	98.2590	1.7410
	Poll	1,370,906,279	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total		1,370,906,279	1,091,728,200	79.6355	1,072,720,935	19,007,265	98.2590	1.7410
Public- Non Institutions	E-Voting		215,538,310	58.8758	215,536,797	1,513	99.9993	0.0007
	Poll	366,089,609	1,032	0.0003	1,032	0	100.0000	0.0000
	Postal Ballot (if applicable)		28,752	0.0079	28,742	10	99.9652	0.0348
Total		366,089,609	215,568,094	58.8840	215,566,571	1,523	99.9993	0.0007
Total		2,398,419,960	1,967,469,166	82.0319	1,948,460,378	19,008,788	99.0338	0.9662



Resolution required: (Ordinary/Special) Special Resolution

2) Issue of Investor 4 Equity Shares, Investor 5 Equity Shares, Investor 6 Equity Shares, Investor 7 Equity Shares, Investor 8 Equity Shares, Investor 4 Convertible Warrants, Investor 5 Convertible Warrants and Investor 6 Convertible Warrants, on a preferential basis.

Whether promoter/promoter group are interested in the agenda/resolution? No

Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoters & Promoter group	E-Voting		660,172,872	99.8108	660,172,872	0	100.0000	0.0000
	Poll	661,424,072	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total		661,424,072	660,172,872	99.8108	660,172,872	0	100.0000	0.0000
Public - Institutions	E-Voting		1,091,728,200	79.6355	1,091,728,200	0	100.0000	0.0000
	Poll	1,370,906,279	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total		1,370,906,279	1,091,728,200	79.6355	1,091,728,200	0	100.0000	0.0000
Public- Non Institutions	E-Voting		215,538,290	58.8758	215,536,742	1,548	99.9993	0.0007
	Poll	366,089,609	1,032	0.0003	1,032	0	100.0000	0.0000
	Postal Ballot (if applicable)		27,282	0.0075	27,272	10	99.9633	0.0367
Total		366,089,609	215,566,604	58.8836	215,565,046	1,558	99.9993	0.0007
Total		2,398,419,960	1,967,467,676	82.0318	1,967,466,118	1,558	99.9999	0.0001

Resolution required: (Ordinary/Special) Special Resolution

3) Issue of Promoter Investor Equity Shares, on a preferential basis.

Whether promoter/promoter group are interested in the agenda/resolution? Yes

Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoters & Promoter group	E-Voting		660,172,872	99.8108	660,172,872	0	100.0000	0.0000
	Poll	661,424,072	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
Total		661,424,072	660,172,872	99.8108	660,172,872	0	100.0000	0.0000
Public - Institutions	E-Voting		1,091,728,200	79.6355	1,091,327,089	401,111	99.9633	0.0367
	Poll	1,370,906,279	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
Total		1,370,906,279	1,091,728,200	79.6355	1,091,327,089	401,111	99.9633	0.0367
Public- Non Institutions	E-Voting		215,541,940	58.8768	215,539,764	2,176	99.9990	0.0010
	Poll	366,089,609	1,032	0.0003	1,032	0	100.0000	0.0000
	Postal Ballot		24,897	0.0068	24,887	10	99.9598	0.0402
Total		366,089,609	215,567,669	58.8839	215,565,683	2,186	99.9990	0.0010
Total		2,398,419,960	1,967,468,941	82.0319	1,967,065,644	403,277	99.9798	0.0205

